

SUBORDINATION AGREEMENT

WHEREAS, George S. McIngvale, II and wife, Amy R. McIngvale, executed a Deed of Trust in favor of J. PATRICK CALDWELL, TRUSTEE for the benefit of BANCORPSOUTH BANK dated July 18, 2002, and recorded in Book 1539, Page 386, in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, George S. McIngvale, II and wife, Amy K. McIngvale executed a Deed of Trust in favor of Arnold Weiss, TRUSTEE for the benefit of Pulaski Mortgage Company dated January 22, 2003, and recorded in Book 1650, Page 2, in the Office of the Chancery Court of DeSoto County, Mississippi;

NOW FOR, and in consideration of the aforesaid and other good and valuable consideration, that certain Deed of Trust executed by George S. McIngvale, II and wife, Amy R. McIngvale, in favor of J. PATRICK CALDWELL, TRUSTEE for the benefit of BANCORPSOUTH BANK, recorded in Book 1539, Page 386, shall be subject and subordinate to said Deed of Trust executed by George S. McIngvale, II and wife, Amy K. McIngvale, dated January 22, 2003, in favor of PULASKI MORTGAGE COMPANY, recorded in Book 1650, Page 2, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

THIS provision shall be binding on the parties hereto and their respective successors and assigns.

WITNESS our signatures on this the 21 day of January, 2003.

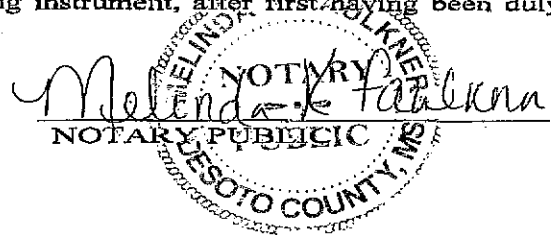
STATE MS.-DE SOTO CO.
FILED
FEB 21 3 02 PM '03

BANCORPSOUTH BANK
By: [Signature]
Name: MICHAEL P. CAMP
Title: PRESIDENT

BK 1662 PG 319
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI
COUNTY OF DESOTO

PERSONALLY appeared before me, the undersigned authority in and for the said county and state, on this the 21st day of January, 2003, within my jurisdiction, the within named Pierce Camp, who acknowledged that he/she is President of BancorpSouth Bank, a banking corporation, and that for and behalf of the said corporation, and as its act and deed he/she executed the above foregoing instrument, after first having been duly authorized by said corporation so to do.



My Commission Expires:

MY COMMISSION EXPIRES:
MARCH 26, 2006

This instrument prepared by:
Eric L. Sappenfield, Attorney at Law,
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